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Region 17, Sara L. Kistler

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA

In re: Case No. 09-29162-D-11

SK Foods, L.P., DC No.: UST-1

Debtor.

**DECLARATION OF BRADLEY D. SHARP IN SUPPORT OF
UNITED STATES TRUSTEE'S APPOINTMENT OF
CHAPTER 11 TRUSTEE AND APPLICATION FOR ORDER
APPROVING APPOINTMENT OF CHAPTER 11 TRUSTEE**

I, Bradley D. Sharp, declare as follows:

19 1. I am a Senior Vice President of, and have been a professional with, Development
20 Specialists, Inc. (“DSI”), Los Angeles office, since 1993.

21 2. My educational background consists of a Bachelor of Science degree in Accounting
22 from Mesa College in Grand Junction, Colorado.

23 3. My background and expertise include providing crisis management and consulting
24 services to companies in various industries including consumer finance, high tech and
25 agriculture. I have operated and sold public and privately held troubled companies in and out of
26 bankruptcy. I have also been utilized as an expert witness with respect to banking, finance and
27 securitizations.

1 4. Prior to joining DSI, I was a Vice President and Senior Commercial Loan Collection
2 Officer with Bank of America, NT&SA. I am currently a member of the American Bankruptcy
3 Institute and the California Bankruptcy Forum. I am also a frequent speaker to various lender
4 groups, the American Bankruptcy Institute and the American Bar Association regarding
5 turnaround management, bankruptcies and international insolvencies.

6 5. The following are some, but not all, of the bankruptcy and reorganization services I
7 have previously provided:

8 a) I served as Chapter 11 Trustee for Reynaldo's Mexican Food Manufacturer,
9 Inc., a manufacturer and distributor of Mexican food in Los Angeles. As trustee, my DSI team
10 and I were able to stabilize the operations and run a very successful sales process. As a result of
11 active bidding, the assets were sold for sufficient value to pay unsecured creditors in full.

12 b) I was engaged, through DSI, as a financial consultant to United Producers,
13 Inc. ("UPI"), in Columbus, Ohio. UPI is a cooperative organization owned by farmers and
14 ranchers in the Southeast and Midwest, which offers services including financial, risk
15 management and production management in addition to traditional livestock marketing. UPI also
16 offers loans and related products through a subsidiary, Producers Credit Corporation. I assisted
17 UPI through its successful Chapter 11 reorganization.

18 c) I led the DSI team, which was retained as Tri Valley Growers' ("TVG") Crisis
19 Managers and Reorganization Consultants, to assist in the daily operations of the company and to
20 be an intermediary between the company's growers, lenders and vendors. TVG was based out of
21 San Ramon, California and was a member-owned marketing cooperative with over 400 members
22 and was responsible for more than half of the canned peaches and pears sold in the United States,
23 as well as a significant portion of the canned olives and tomato products.

24 d) I led the DSI team which was engaged to provide crisis management and
25 consulting services to Agribiotech, Inc., which was once among the world's largest seed
26 companies. Through its headquarters in Nevada, Agribiotech distributed its product worldwide,
27 utilizing satellite locations in 29 states and two foreign countries. During my involvement,

1 Agribiotech's annual sales were over \$370 million. DSI professionals, including myself,
2 assumed key functions including management, accounting and treasury, once Agribiotech filed
3 for bankruptcy. This was necessary because most of its senior management had previously
4 resigned. DSI and I also oversaw company operations up to and after a sale of Agribiotech in
5 separate transactions with gross proceeds in excess of \$100 million.

6 e) I have recently been named the Chapter 11 trustee for Namco Capital
7 Corporation ("Namco") currently pending in the Los Angeles Division of the Central District of
8 California of the United States Bankruptcy Court. Prior to its bankruptcy filing, Namco was
9 engaged in the business of real estate lending and investments. Historically, Namco borrowed
10 funds on a secured or unsecured basis from various individuals and entities pursuant to
11 promissory notes payable by Namco, and the borrowed funds were then loaned to related and
12 unrelated real estate projects.

13 6. Based on my above experience, I believe that I have the necessary qualifications and
14 abilities to function effectively as a Chapter 11 Trustee in the above-captioned case.

15 7. I have reviewed the petition and various pleadings filed in this case.

16 8. Based on the above, I have determined that I do not hold any interest adverse to the
17 estate, and that I am a disinterested person as defined in 11 U.S.C. Section 101(14).

18 9. To the best of my knowledge, I have no connections with the debtor, the debtor's
19 creditors, or any other party in interest, or their respective attorneys and accountants, except for
20 the following:

21 a) I have been engaged as the Chief Restructuring Officer in the Chapter 11 case
22 of WL Homes, LLC, and related entities ("WL") filed in the United States Bankruptcy Court in
23 Delaware. Winston & Strawn, LLP, debtor's bankruptcy counsel, is bankruptcy counsel to the
24 Official Committee of Unsecured Creditors for WL.

25 b) Geoffrey Berman of DSI is presently the Trustee in the USACM Liquidating
26 Trust pending in the United States Bankruptcy Court, District of Nevada. The law firm of Lewis
27 and Roca currently represents Mr. Berman as Trustee. In this same matter, Orrick, Herrington &
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Sutcliffe represents USA Capital Diversified Trust Deed Fund, the largest creditor. Orrick, Herrington & Sutcliffe represents secured creditor Bank of Montreal.

c) DSI and I have represented, and will in the future represent, many different clients with various business interests in numerous industries. These clients are often referred to DSI by intermediaries such as lawyers, investment bankers, lenders and accountants. To the extent necessary, DSI agrees to update the disclosure information from time to time if and when additional parties with an interest in or a relationship are identified.

d) DSI and certain of its employees, counsel and associates may have in the past represented, may currently represent and likely in the future will represent creditors of the Debtor in connection with matters unrelated to the Debtor and this case. DSI is not a creditor, equity security holder or an insider of the Debtor; and

e) Neither DSI, nor any employee of DSI, is or was, within two (2) years before the date of the filing of the petition herein, a director, officer or employee of the Debtor, or consultant to the Debtor.

10. I have reviewed a list of names of the United States Trustee, the Assistant United States Trustee, and the employees of the Office of the United States Trustee for Region 17. To the best of my knowledge, I have no connections with those persons.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 15th day of May, 2009, at *Sacramento*, California.

 Bradley D. Sharp

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